

BAKER & MCKENZIE
ATTORNEYS AT LAW

Baker & McKenzie LLP
2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201, USA

Tel: +1 214 978 3000
Fax: +1 214 978 3099
www.bakernet.com

STATEMENT

May 13, 2009

Mr. Ron Weaver, Chairman
Official Committee of Unsecured Creditors
of Superior Air Parts, Inc.
1365 Park Lane South
Jupiter, FL 33458

- to -

BAKER & MCKENZIE
Client Number: 24227484
Matter Number: 000004
Invoice Number: 23089474
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING FEBRUARY
28, 2009, AS FOLLOWS:

Re: Potential Sales

TOTAL FEES	\$ 33,017.50
TOTAL AMOUNT DUE.....	<u>\$ 33,017.50</u>

For your convenience, you may send a *Wire Transfer* in payment of statements to:

Baker & McKenzie LLP – Master Account
Wells Fargo Bank
1445 Ross Avenue, Suite 4400
Dallas, TX 75202
Account No. 4121374128
Routing No. 121000248

Special Instructions: Include Registration/Matter Number, Invoice Number, Attorney Name

RE: Invoice #: 23089474

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EXHIBIT
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28, 2009, AS FOLLOWS:

RE: Potential Sales

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
02/03/09	Schuler	Attention to issues related to potential sale (1.8).	1.8
02/04/09	Schuler	Attention to claims register and APA with AVCO (0.8).	.8
02/05/09	Parham	Review APA(.8); telephone conference with Textron's counsel and Debtor's counsel regarding sale(.6); conferences with Schuler regarding what we need to be doing(.2);	1.6

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Page 2

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
02/05/09	Schuler	Reviewed proposed asset purchase agreement for clarification of assets included and excluded from (0.4).	.4
02/10/09	Parham	Telephone conference with David Laing regarding antitrust issues and e-mail debtor's counsel regarding same.	.3
02/11/09	Parham	Telephone conference with Textron's counsel.	.3
02/11/09	Parham	Telephone conference with counsel for APS(.7).	.7
02/12/09	Schuler	Reviewed letter from potential acquirer of claims and forwarded to committee for review (0.3).	.3
02/13/09	Schuler	Extensive review of proposed Asset Purchase Agreement with emphasis on termination and related provisions (1.2).	1.2
02/16/09	Schuler	Further review of asset purchase agreement for clarification on certain points (0.4); reviewed emails concerning potential purchaser (0.2).	.6
02/17/09	Parham	Review and analysis of various objections to sale and e-mail to Schuler regarding same.	.5
02/17/09	Schuler	Reviewed multiple objections to sale motion and related e-mails (1.0); telephone call from counsel for Teledyne (0.2).	1.2
02/18/09	Schuler	Exchanged e-mails concerning objections to sale (0.3); reviewed recent pleadings filed including further review of sale objections (1.0); left voice message for counsel for Textron (0.1).	1.4
02/19/09	Parham	Review and analysis of e-mail regarding FAA issues, competing bidder and status of committee's investigation(.6).	.6

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
02/19/09	Schuler	Review correspondence from Teledyne and initial review of competing bid (1.1); reviewed witness and exhibit lists prepared by other parties (0.2); prepared witness and exhibit list and arranged for filing (0.3); initial review of proposed exhibits to be utilized by Aviation Parts Supply (0.5).	2.1
02/20/09	Adams	Prepare service list (.50); finalize and serve the Witness and Exhibit List for the hearing on February 24, 2009 (.50).	1.0
02/20/09	Dixon	Prepare Exhibit Binders for Superior Air Parts hearing regarding Aviation Parts Supply.	6.1
02/20/09	Schuler	Telephone call with counsel for Aviation Parts Supply regarding sale hearing (0.3); reviewed certain provisions of Teledyne APA (0.4); exchanged e-mails and spoke with antitrust counsel regarding certain provisions of Asset Purchase Agreements and thoughts on actions of governmental entities to date (0.4); continued review of exhibits designated by Aviation Parts Supply (0.5); reviewed exhibits designated by Debtor for sale hearing (1.1).	2.7
02/21/09	Parham	Review Teledyne bid	1.0
02/21/09	Schuler	Continued review of bids and exhibits in preparation for sale hearing and attention to certain modified paragraphs;	2.1
02/22/09	Parham	Conference with Schuler preparatory to hearing, and regarding various issues in case(2.0); e-mail debtor's counsel with questions regarding issues related to auction(.3);	2.3
02/22/09	Schuler	Attention to bids and other issues related to upcoming sale hearing and conferred with D. Parham regarding same (1.9); sent e-mail to debtor regarding missing exhibit (0.1).	2.0

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
02/23/09	Parham	Review APAs and revise same and give comments and review of exhibits preparatory to tomorrow's auction and hearing(2.4); receipt of two telephone call from APS counsel(.9); telephone conference with Textron counsel(.4); telephone conference with debtor's counsel(.4); telephone conference with Teledyne counsel(.4);	4.5
02/23/09	Schuler	Reviewed Debtor's proposed modifications to bids of both Textron and Teledyne with specific attention on tooling and tagging issues (2.0); conference call with debtor's counsel regarding comments and concerns with both bids, issues we had with specific representations and warranties and other pending matters (0.4); conference call with counsel for Aviation Parts Supply regarding sale hearing and their thoughts on same (0.4); attention to certain reps and warranties in agreement and communicated proposed revisions to debtor (0.6);telephone call from counsel for Teledyne (.1); reviewed supplemental exhibit from APS (0.2); lengthy conference call with Teledyne (0.5); reviewed chart regarding tooling equipment (0.6); reviewed revised APA and provided comments thereto (1.4);additional preparation for auction and sale hearing (1.4).	8.0
02/24/09	Parham	Attendance at auction(6.5); attendance at court hearing(1.0)	7.5
02/24/09	Schuler	Preparation for and attendance at auction including negotiations with Debtor and prospective bidders regarding terms of proposed asset purchase agreements (12.3); attendance at brief sale hearing (1.0).	13.3
02/25/09	Parham	Conference with Schuler regarding auction, status and strategy(.4); telephone conference with S Roberts regarding status(.4).	.8

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
02/25/09	Parham	Review and comment on changes to revised APA	.4
02/25/09	Parham	Receipt of call from counsel for APS regarding auction	.2
02/25/09	Schuler	Conference call with D. Brescia and D. Krupa regarding updates to tooling suppliers (0.3); reviewed proposed sale order (0.3); continued negotiation of terms of proposed bids and reviewed and commented on various versions of Asset Purchase Agreement with Teledyne (1.8); attention to related issues affecting bids (0.3); exchanged multiple e-mails and spoke with Debtor's counsel regarding status of bids and updated position from Teledyne (0.8).	3.5
02/26/09	Parham	Telephone conference with E Schuler and with S Roberts regarding auction results(.5); telephone conference with counsel for Teledyne regarding auction(.4).	.9
02/26/09	Schuler	Preparation for and attendance at auction and scheduled hearings and related meeting with debtor's counsel, counsel for bidders and calls with committee during same (6.2); telephone call with counsel for Teledyne regarding possible interest in assets and thoughts on auction (0.3).	6.5

SUMMARY OF FEES:

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Mari L. Adams	1.0	140.00	\$	140.00
Sandra L. Dixon	6.1	205.00		1,250.50
David W. Parham	21.6	555.00		11,988.00
Elliot D. Schuler	47.9	410.00		19,639.00
Total:				\$ 33,017.50

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TOTAL AMOUNT DUE: \$ 33,017.50

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**BAKER & MCKENZIE
Client Number: 24227484
Matter Number: 000004
Invoice Number: 23089494
IRS#: 36-2137456**

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING MARCH 31,
2009, AS FOLLOWS:

Re: Potential Sales

TOTAL FEES	\$	3,409.50
TOTAL AMOUNT DUE.....	\$	<u>3,409.50</u>

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FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING MARCH 31,
2009, AS FOLLOWS:

RE: Potential Sales

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
03/02/09	Parham	Telephone conference with Teledyne counsel regarding outline of possible auction(.1).	.1
03/02/09	Schuler	Attention to issues related to potential sale of assets;	.2
03/11/09	Parham	Telephone conference with counsel for potential purchaser (APS)(.4).	.4
03/16/09	Parham	Telephone conference with Rich Broberg(.3).	.3

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
03/16/09	Parham	Telephone conference with prospective purchaser's representative, (.4).	.4
03/16/09	Schuler	Exchanged multiple e-mails regarding potential buyers (0.;2).	.2
03/17/09	Parham	Review of proposed confidentiality agreement received from APS	.6
03/18/09	Parham	Telephone conference with Duane Brescia seeking update on sale activity(.1); brief telephone conference with counsel for APS and send revised confidentiality agreement to him(.2).	.3
03/18/09	Schuler	Exchanged multiple emails regarding status of potential buyers (0.2).	.2
03/20/09	Parham	Review and comment on proposed confidentiality agreement(.6); telephone conference with counsel for interested purchaser(.5); telephone conference with Debtor's counsel(1.2);	2.3
03/26/09	Parham	Telephone conference with debtor's counsel and debtor regarding case direction(1.0); review and revise letter debtor proposes to send to prospective purchasers(.3)	1.3

SUMMARY OF FEES:

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
David W. Parham	5.7	555.00	\$ 3,163.50
Elliot D. Schuler	.6	410.00	246.00
			<hr/>
	Total:	\$	3,409.50

TOTAL AMOUNT DUE: \$ 3,409.50

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Invoice Number: 23089502
IRS#: 36-2137456**

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING APRIL 30,
2009, AS FOLLOWS:

Re: Potential Sales

TOTAL FEES	\$	289.50
TOTAL AMOUNT DUE.....	\$	<u>289.50</u>

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IRS#: 36-2137456**

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2009, AS FOLLOWS:

RE: Potential Sales

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
04/16/09	Parham	Conference with Schuler regarding ECI, case status.	.3
04/16/09	Schuler	Telephone call from ECI regarding potential interest and contacted Debtor's counsel regarding same (0.3).	.3

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SUMMARY OF FEES:

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
David W. Parham	.3	555.00	\$	166.50
Elliot D. Schuler	.3	410.00		<u>123.00</u>
	Total:		\$	289.50

TOTAL AMOUNT DUE: \$ 289.50